

ATTACHMENT B

CERTIFICATE OF CORPORATE RESOLUTIONS

WHEREAS, GUNVOR S.A. (the “Company”) has been engaged in discussions with the United States Department of Justice, Criminal Division, Fraud Section (the “Fraud Section”), the Money Laundering and Asset Recovery Section (“MLARS”), and the United States Attorney’s Office for the Eastern District of New York (the “USAO-EDNY”) (collectively, the “Offices”) regarding issues arising in relation to the Offices’ investigation of violations of Title 18, United States Code, Section 371, Conspiracy, and Title 15, United States Code, Section 78dd-3, the Foreign Corrupt Practices Act by certain of the Company’s employees and agents;

WHEREAS, in order to resolve such discussions, it is proposed that the Company enter into a certain agreement with the Offices (the “Agreement”); and

WHEREAS, the Company’s Chief Legal Officer, Jean-Baptiste Leclercq, together with outside counsel for the Company, have advised the Board of Directors of the Company of its rights, possible defenses, the Sentencing Guidelines’ provisions, and the consequences of entering into such Agreement with the Offices;

Therefore, the Board of Directors has RESOLVED that:

1. The Company: (a) acknowledges the filing of the one-count Information charging the Company with violating Title 18, United States Code, Section 371, and Title 15, United States Code, Section 78dd-3; (b) waives indictment on such charges and enters into the Agreement with the Offices; (c) agrees to accept a monetary penalty against Company totaling \$374,560,071 and forfeiture totaling \$287,138,444 under the Agreement with respect to the conduct described in the Information, and to pay such penalty and forfeiture to the United States Treasury with respect to

the conduct described in the Information; and (d) admits the Court's jurisdiction over the Company and the subject matter of such action and consents to the judgment therein;

2. The Company accepts the terms and conditions of the Agreement, including, but not limited to: (a) a knowing waiver of its rights to a speedy trial pursuant to the Sixth Amendment to the United States Constitution, Title 18, United States Code, Section 3161, and Federal Rule of Criminal Procedure 48(b); (b) a knowing waiver for purposes of this Agreement and any charges by the United States arising out of the conduct described in the attached Statement of Facts of any objection with respect to venue and consents to the filing of the Information, as provided under the terms of the Agreement, in the United States District Court for the Eastern District of New York; and (c) a knowing waiver of any defenses based on the statute of limitations for any prosecution relating to the conduct described in the attached Statement of Facts or relating to conduct known to the Offices prior to the date on which the Agreement was signed that is not time-barred by the applicable statute of limitations on the date of the signing of the Agreement;


3. The Chief Legal Officer of the Company, Jean-Baptiste Leclercq, is hereby authorized, empowered and directed, on behalf of the Company, to execute the Agreement substantially in such form as reviewed by this Board of Directors at this meeting with such changes as the Chief Legal Officer of the Company, Jean-Baptiste Leclercq, may approve;

4. The Chief Legal Officer of the Company, Jean-Baptiste Leclercq, is hereby authorized, empowered and directed to take any and all actions as may be necessary or appropriate and to approve the forms, terms or provisions of any agreement or other documents as may be necessary or appropriate, to carry out and effectuate the purpose and intent of the foregoing resolutions; and

5. All of the actions of the Chief Legal Officer of the Company, Jean-Baptiste Leclercq, which actions would have been authorized by the foregoing resolutions except that such actions were taken prior to the adoption of such resolutions, are hereby severally ratified, confirmed, approved, and adopted as actions on behalf of the Company.

Date: 12/21/23

By:


Stéphane Degenne
Gunvor S.A.



Richard Auer



JEFF WEBSTER